

MORGAN, LEWIS & BOCKIUS LLP

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Attorneys for Fanatics Licensed Sports Group, LLC f/k/a VF Licensed Sports Group, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X
In re:	: Chapter 11
	:
SEARS HOLDING CORPORATION, et al.	: Case No. 18-23538
	:
Debtors. ¹	: (Jointly Administered)
-----	X

**LIMITED OBJECTION OF FANATICS LICENSED SPORTS
GROUP, LLC F/K/A VF LICENSED SPORTS GROUP, LLC TO**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE REGARDING INITIAL DISTRIBUTION PURSUANT TO
ADMINISTRATIVE EXPENSE CLAIMS CONSENT PROGRAM**

Fanatics Licensed Sports Group, LLC f/k/a VF Licensed Sports Group, LLC (“Fanatics”), by its undersigned counsel, Morgan, Lewis & Bockius, LLP, in response to Debtors’ *Notice Regarding Initial Distribution Pursuant to Administrative Expense Claims Consent Program* filed on December 11, 2019 (the “Notice”) [Dkt. No. 6186] respectfully states as follows:

1. On October 15, 2019, the Court entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [Dkt. No. 5370] (the “Confirmation Order”) approving, among other things, the Administrative Expense Claims Consent Program.

2. On November 13, 2019, Fanatics timely cast an Opt-In Ballot. *See* Sears Administrative Expense Consent Program Ballot ID No. 182353801021073 (attached hereto as **Exhibit A**).

3. On November 13, 2019, Fanatics received an email from M-III Partners, the Restructuring Professional for the Debtors, acknowledging its Opt-In Ballot and requesting supporting documentation in order to reconcile the amounts claimed. *See* November 13, 2019 Email from M-III Partners to Fanatics (attached hereto as **Exhibit B**).

4. On November 18, 2019, Fanatics timely responded to the email from M-III Partners and provided all supporting information regarding its administrative expense claim in the amount of \$68,185.44. *See* November 18, 2019 Email from Fanatics to M-III Partners (attached hereto as **Exhibit C**).

5. On December 11, 2019, the Debtors filed the Initial Distribution Notice [Dkt. No. 6186], wherein they listed those creditors who would participate in the initial cash distribution pursuant to the Administrative Expense Claims Consent Program (the “Initial Distribution”).

Participants”). Despite filing a timely Opt-In Ballot and providing all supporting information, Fanatics was not included as an Initial Distribution Participant.

6. On December 13, 2019, the Court held an Omnibus Hearing to consider the Initial Distribution Notice.

7. At no time prior to receiving the Initial Distribution Notice did Fanatics or its undersigned counsel receive requests for additional information, notice of a dispute or other communication indicating that Fanatics would not be included as an Initial Distribution Participant.

8. On December 17, 2019, Fanatics followed up with M-III Partners indicating that Fanatics had never received any correspondence from M-III Partners regarding issues with the supporting documents and indicating that it is Fanatics’ understanding that all claims must now be reconciled by December 23, 2019. Fanatics has not received a response to this email. *See* December 17, 2019 Email from Fanatics to M-III Partners (attached hereto as **Exhibit D**).

9. Accordingly, Fanatics files this Limited Objection to the Notice to the extent that it does not include Fanatics as an Initial Distribution Participant with respect to the Fanatics Administrative Claim.

10. To the extent not inconsistent with the arguments made herein, Fanatics hereby joins in all other objections raised by similarly situated creditors to the Notice and incorporates all of the arguments raised by other similarly situated creditors as if set forth in detail herein.

11. Fanatics expressly reserves all of its rights, claims, counterclaims, defenses and remedies under the Bankruptcy Code and other applicable law. Fanatics further reserves the right to assert additional claims against the Debtors of any nature and to amend, modify and/or supplement this Limited Objection.

WHEREFORE, Fanatics respectfully requests that this Court enter an order compelling and directing the Debtors to add Fanatics as an Initial Distribution Participant and granting such other and further relief as is just and proper.

Dated: December 18, 2019
New York, New York

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Matthew C. Ziegler

MORGAN, LEWIS & BOCKIUS LLP
Matthew C. Ziegler
101 Park Avenue
New York, NY 10178-0600
Telephone: (212) 309-6000
Facsimile: (212) 309-6001

- and -

Andrew J. Gallo
Laura M. McCarthy
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Boston, MA 02110-1726
Telephone: (617) 341-7700
Facsimile: (617) 341-7701

*Attorneys for Fanatics Licensed Sports Group, LLC
f/k/a VF Licensed Sports Group, LLC*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served by electronic means via ECF transmission or BNC noticing to all Pacer System participants in these bankruptcy cases, on the 18th day of December, 2019.

/s/ Matthew C. Ziegler
Matthew C. Ziegler

EXHIBIT A

SRF 36417

EXHIBIT A
OPT-IN BALLOT

COPY

RECEIVED
NOV 18 2019
PRIME CLERK LLC

VOTER ID: 707567



182353801021073

SRF 36417

COPY

PLEASE FOLLOW THESE INSTRUCTIONS FOR SUBMITTING YOUR OPT-IN ELECTION. IF YOU
ELECT TO OPT-IN TO THE ADMINISTRATIVE EXPENSE CLAIMS CONSENT PROGRAM,
PLEASE COMPLETE, SIGN, DATE, AND TRANSMIT THIS OPT-IN BALLOT SO THAT IT IS
ACTUALLY RECEIVED BY THE CLAIMS AND NOTICING AGENT ON OR BEFORE NOVEMBER 18,
2019, AT 4:00 P.M. (PREVAILING EASTERN TIME)

YOU MAY RETURN YOUR OPT-IN BALLOT IN THE PRE-ADDRESSED, PRE-PAID RETURN
ENVELOPE PROVIDED OR VIA FIRST CLASS MAIL, HAND DELIVERY, OR OVERNIGHT
COURIER, TO:

SEARS ADMIN. CLAIMS CONSENT PRGM BALLOT PROCESSING
C/O PRIME CLERK LLC
850 THIRD AVENUE, SUITE 412
BROOKLYN, NEW YORK 11232

To Submit Your Opt-In Ballot Via E-Ballot

To submit your Opt-In via E-Ballot, visit <https://restructuring.primeclerk.com/sears>. Click on the "Submit
E-Ballot" section of the website and follow the instructions to submit your Opt-In Ballot.

IMPORTANT NOTE: You will need the following information to retrieve and submit your electronic Opt-
In Ballot:

Unique E-Ballot ID#: 182353801021073

E-Ballot is the sole manner in which Opt-In will be accepted via electronic or online transmission. Opt-In
Ballots submitted by facsimile, email or other means of electronic transmission will not be valid. Any Opt-In
submitted through E-Ballot with the Holder's electronic signature will be deemed to be immediately legally valid
and effective.

Please complete and submit an electronic Opt-In Ballot for each E-Ballot ID# you receive, as applicable.

Holders who cast an Opt-In using E-Ballot should NOT also submit a Paper Copy.

To Submit Your Opt-In Ballot Via Paper Copy

To submit your Opt-In via Paper Opt-In Ballot, complete items 1, 2, and 3 below and submit your Paper
Opt-In Ballot in the pre-addressed, pre-paid return envelope provided or by first-class mail, hand delivery, or
overnight courier to:

Sears Admin. Claims Consent Prgm Ballot Processing
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, New York 11232

Item 1. Amount of Administrative Expense Claim(s).

The undersigned hereby certifies that as of the date of completion of this Opt-In Ballot, the undersigned asserts it
was the Holder of an Administrative Expense Claim(s) in the following aggregate amount:¹

\$ 102,028.94

¹ This amount should represent the amount of your previously-asserted Administrative Expense Claim(s). If the
Debtors do not have a specific Administrative Expense Claim amount on file for you, the box in Item 1 of this Opt-In
Ballot will be blank. For reference purposes, you should insert the relevant amount of your alleged Administrative
Expense Claim; however, for the avoidance of doubt, this Opt-In Ballot is not to be used to assert your Administrative
Expense Claim(s). For more information about asserting an Administrative Expense Claim(s), visit the Debtors' case



SRF 36417

COPY

Item 2. Administrative Expense Claims Consent Program Election. You may elect to opt-in to the Administrative Expense Claims Consent Program by checking the box below and returning this Opt-In Ballot to the Claims and Noticing Agent on or before the Opt-In/Opt-Out Deadline pursuant to the instructions set forth herein. If you return this Opt-In Ballot but do not check the box below or do not return this Opt-In Ballot, you will not be entitled to the Initial Distribution. If you submit multiple Opt-In Ballots, your last timely received Opt-In Ballot shall control. Election to withhold consent is at your option.



THE HOLDER OF THE ADMINISTRATIVE EXPENSE CLAIM(S) SET FORTH IN ITEM 1 ELECTS TO OPT-IN TO THE ADMINISTRATIVE EXPENSE CLAIMS CONSENT PROGRAM.

Item 3. Acknowledgments. By signing this Opt-In Ballot, the undersigned Holder of an Administrative Expense Claim(s) identified in Item 1 above certifies that (i) it is the Holder of the Administrative Expense Claim(s) identified in Item 1 above or (ii) it has full power and authority to act on behalf of the Holder of the Administrative Expense Claim(s) identified in Item 1 above.

VE LICENSED SPORTS GROUP LLC

Name

Social Security or Federal Tax I.D. No. (optional)

Laura McCarthy

Signature

Laura McCarthy, Authorized Agent

If by Authorized Agent, Name and Title

Morgan, Lewis Borkins LLP

Name of Institution

One Federal Street

Street Address

Boston, MA 02110

City, State, Zip Code

617-341-7716

Telephone Number

laura.mccarthy@morganlewis.com

Email Address

11/12/19

Date Completed

If you elect to opt-in to the Administrative Expense Claims Consent Program, please return your Opt-In Ballot promptly. If you have any questions regarding this Opt-In Ballot or the procedures for opting out, please contact the Debtors' Claims and Noticing Agent, by: (a) visiting the Debtors' restructuring website at: <https://restructuring.primeclerk.com/sears>; (b) writing to Sears Admin. Claims Consent Prgm Ballot Processing, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, New York 11232; and/or (c) emailing searsinfo@primeclerk.com.

If the Claims and Noticing Agent does not actually receive the Opt-In Form on or before November 18, 2019, at 4:00 p.m., prevailing Eastern Time indicating your intent to opt-in to the Administrative Expense Claims Consent Program (and if the Opt-In/Opt-Out Deadline is not extended), your opt-in election will not be effective.

website: <https://restructuring.primeclerk.com/sears>. The Debtors reserve the right to dispute and validate the amount of your asserted Administrative Expense Claim(s).



SRF 36417

EXHIBIT B

McCarthy, Laura

From: Sears Ballot Invoices <searsballotinvoices@miiipartners.com>
Sent: Wednesday, November 13, 2019 11:46 PM
To: McCarthy, Laura
Subject: Sears Administrative Expense Consent Program

[EXTERNAL EMAIL]

RE: RE: Sears Administrative Expense Consent Program Ballot ID 182353801021073: VF LICENSED SPORTS GROUP LLC,

Hello,

You are receiving this email because you checked the "Opt-In" box on a Sears Administrative Expense Consent Program Ballot.

M-III Partners is the Restructuring Professional for Sears, Kmart and their affiliates, reconciling the Administrative Expense Consent Program Ballots. For your reference, a copy of the court order approving M-III's retention can be found at the link below:

[\[Docket 814\] M-III Retention Order](#) 

To facilitate the reconciliation of the amounts you have claimed, we request that you please provide supporting information in **Excel as soon as possible** for the amount that was submitted on your Administrative Expense Consent Program Ballot.

Please reply with your Ballot ID number and Creditor name.

Include the following fields at a minimum (if applicable):

1. DUNS (unique identifier(s) with Sears, Kmart and their affiliates)
2. DBA name(s) (Doing Business As, if there is another name your company goes by)
3. Invoice Number
4. Purchase Order Number (if applicable)
5. Invoice Date
6. Dates of Service the Invoice Covers (if applicable)
7. Invoice Amount
8. Property Tax Notice (if applicable)
9. 503(b)(9) "Y" or "N": (mark "Y" next to any invoices you believe are entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code)
10. Administrative "Y" or "N" (Post-petition/Post-Bankruptcy): (mark "Y" next to any invoices you believe are post-petition/post-bankruptcy administrative invoices)
11. Indicate whether you have previously filed a proof of claim for any amounts claimed in your Administrative Expense Consent Program Ballot.
12. Indicate whether you have previously filed a motion seeking payment for any amounts claimed in your Administrative Expense Consent Program Ballot.
13. List of payments received from Sears and its affiliates **90 days prior to the bankruptcy filing** on October 15, 2018 (for the period of July 15, 2018 through October 14, 2018)
14. Other info that may be relevant to reconcile the ballot amount submitted

Best regards,

Chris Casamassima
M-III Partners, L.P.
130 West 42nd St., 17th Floor
New York, NY 10036

searsballotinvoices@miiipartners.com

(o): 212-804-9742

.....
This message contains information which may be confidential and privileged. Unless you are the intended addressee (or authorized to receive for the intended addressee), you may not use, copy or disclose to anyone the message or any information contained in the message. If you have received the message in error, please advise the sender by reply email or by calling 212-716-1491 and delete the message.

EXHIBIT C

McCarthy, Laura

From: McCarthy, Laura
Sent: Monday, November 18, 2019 1:59 PM
To: 'Sears Ballot Invoices'
Cc: Gallo, Andrew J.
Subject: RE: Sears Administrative Expense Consent Program
Attachments: 011558-03_109912865v1_Fanatics_Sears_Response to Administrative Consent Program.XLSX

Good Afternoon,

Ballot ID Number: 182353801021073

Creditor Name: Fanatics Licensed Sports Group, LLC f/k/a VF Licensed Sports Group, LLC

Please note that the ballot corresponding to the claim filed by Fanatics Licensed Sports Group, LLC reflected the wrong claim amount. The actual claim amount is **\$68,185.44**. Please see below and attached responses:

1. DUNS (unique identifier(s) with Sears, Kmart and their affiliates) **N/A**
2. DBA name(s) (Doing Business As, if there is another name your company goes by) **Fanatics Licensed Sports Group, LLC f/k/a VF Licensed Sports Group, LLC**
3. Invoice Number – **included in attached chart**
4. Purchase Order Number (if applicable) **N/A**
5. Invoice Date - **included in attached chart**
6. Dates of Service the Invoice Covers (if applicable) **N/A**
7. Invoice Amount - **included in attached chart**
8. Property Tax Notice (if applicable) **N/A**
9. 503(b)(9) “Y” or “N”: (mark “Y” next to any invoices you believe are entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code) - **included in attached chart**
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11. Indicate whether you have previously filed a proof of claim for any amounts claimed in your Administrative Expense Consent Program Ballot. - **included in attached chart**
12. Indicate whether you have previously filed a motion seeking payment for any amounts claimed in your Administrative Expense Consent Program Ballot - **Fanatics has not filed a motion seeking payment for amounts claimed in the Consent Program Ballot.**
13. List of payments received from Sears and its affiliates 90 days prior to the bankruptcy filing on October 15, 2018 (for the period of July 15, 2018 through October 14, 2018) – **Sears has contacted Fanatics regarding alleged Preferential Payments. The number of invoices issued during the preference period is too voluminous to provide in this response. Please contact Ask LLP for further information.**
14. Other info that may be relevant to reconcile the ballot amount submitted **N/A**

Please contact me with any questions you may have.

Thank you,

Laura McCarthy

Morgan, Lewis & Bockius LLP

One Federal Street | Boston, MA 02110

Direct: +1.617.341.7716 | Main: +1.617.341.7700 | Fax: +1.617.341.7701

laura.mccarthy@morganlewis.com | www.morganlewis.com

Assistant: Heidi Hachey | +1.617.341.7294 | heidi.hachey@morganlewis.com

From: Sears Ballot Invoices <searsballotinvoices@miiipartners.com>

Sent: Wednesday, November 13, 2019 11:46 PM

To: McCarthy, Laura <laura.mccarthy@morganlewis.com>

Subject: Sears Administrative Expense Consent Program

[EXTERNAL EMAIL]

RE: RE: Sears Administrative Expense Consent Program Ballot ID 182353801021073: VF LICENSED SPORTS GROUP LLC,

Hello,

You are receiving this email because you checked the "Opt-In" box on a Sears Administrative Expense Consent Program Ballot.

M-III Partners is the Restructuring Professional for Sears, Kmart and their affiliates, reconciling the Administrative Expense Consent Program Ballots. For your reference, a copy of the court order approving M-III's retention can be found at the link below:

[\[Docket 814\] M-III Retention Order](#) 

To facilitate the reconciliation of the amounts you have claimed, we request that you please provide supporting information in **Excel as soon as possible** for the amount that was submitted on your Administrative Expense Consent Program Ballot.

Please reply with your Ballot ID number and Creditor name.

Include the following fields at a minimum (if applicable):

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Best regards,

Chris Casamassima
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130 West 42nd St., 17th Floor
New York, NY 10036

searsballotinvoices@miiipartners.com

(o): 212-804-9742

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EXHIBIT D

McCarthy, Laura

From: McCarthy, Laura
Sent: Tuesday, December 17, 2019 7:08 PM
To: 'searsballotinvoices@miiipartners.com'
Cc: Gallo, Andrew J.
Subject: FW: Sears Administrative Expense Consent Program
Attachments: 011558-03_109912865v1_Fanatics_Sears_Response to Administrative Consent Program.XLSX

Good Evening,

I am following up on the below email sent on November 18th regarding Fanatics Licensed Sports Group, LLC f/k/a VF Licensed Sports Group, LLC's ballot to opt-into the administrative expense consent program. We never received any correspondence from M-III Partners regarding issues with the supporting documents, however, Fanatic's claim was not included on the *Notice Regarding Initial Distribution Pursuant to Administrative Expense Claims Consent Program* (Dkt. No. 6186). It is our understanding that all claims must now be reconciled by December 23rd. If you have questions regarding the supporting documentation, please let us know immediately. Fanatics plans to file an objection to the Notice Regarding Initial Distribution. Please let us know if there are any questions about the supporting documentation.

Thank you,

Laura McCarthy

Morgan, Lewis & Bockius LLP

One Federal Street | Boston, MA 02110
Direct: +1.617.341.7716 | Main: +1.617.341.7700 | Fax: +1.617.341.7701
laura.mccarthy@morganlewis.com | www.morganlewis.com
Assistant: Heidi Hachey | +1.617.341.7294 | heidi.hachey@morganlewis.com

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14. Other info that may be relevant to reconcile the ballot amount submitted **N/A**

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Thank you,

Laura McCarthy

Morgan, Lewis & Bockius LLP

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laura.mccarthy@morganlewis.com | www.morganlewis.com

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[\[Docket 814\] M-III Retention Order](#) 

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14. Other info that may be relevant to reconcile the ballot amount submitted

Best regards,

Chris Casamassima
M-III Partners, L.P.
130 West 42nd St., 17th Floor
New York, NY 10036
searsballotinvoices@miiipartners.com
(o): 212-804-9742

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